

RESOLUTION JB-2023-1

**RESOLUTION OF JOINT BOARD AUTHORIZING
KPTIA TO ENTER INTO AN AGREEMENT WITH KAPSCH FOR E-ZPASS
TECHNOLOGY, COMPONENTS, AND SERVICES**

WHEREAS, the State of Indiana and the Commonwealth of Kentucky have jointly undertaken a project to improve cross river mobility over the Ohio River between Louisville and Southern Indiana, authorized by the Federal Highway Administration in its revised Record of Decision dated June 12, 2012 (the "Project"); and

WHEREAS, the Indiana Finance Authority ("IFA") and the Indiana Department of Transportation ("INDOT") have been authorized to participate in the Project on behalf of the State of Indiana (the "Indiana Parties"), and the Kentucky Public Transportation Infrastructure Authority ("KPTIA") and the Kentucky Transportation Cabinet ("KYTC") have been authorized to participate in the Project on behalf of the Commonwealth of Kentucky (the "Kentucky Parties"); and

WHEREAS, IFA, INDOT, KPTIA and KYTC (collectively the "States' Parties" and each individually a "State's Party") have (together with the Louisville and Southern Indiana Bridges Authority) entered into a Bi-State Development Agreement effective December 27, 2012 (the "Development Agreement") as well as an Interlocal Cooperation Agreement for the Design, Procurement, Construction, Financing, Tolling, Operation and Maintenance for the Louisville- Southern Indiana Ohio River Bridges Project effective as of December 17, 2012 (the "Interlocal Agreement"); and

WHEREAS, the Interlocal Agreement and the Development Agreement established this Joint Board, representing the States' Parties and constituted as provided in the Interlocal Agreement and the Development Agreement; and

WHEREAS, this Joint Board has approved Bylaws to provide rules of governance for its activities, which Bylaws specify that the Joint Board may exercise the powers which have been shared by the States' Parties pursuant to resolutions of the Joint Board as further described in Section 4.2 of the Bylaws; and

WHEREAS, this Joint Board has supplemented such Bylaws by Resolution JB-2013-4 to set forth the basic understandings of the States' Parties with respect to such future authorizations, specifically with regard to authorization of procurements and other contracts for services or facilities, by specifying matters to be addressed directly or indirectly in the final approvals therefor; and

WHEREAS, as a result of the Joint Board's authorization provided by Resolution JB-2016-1 KPTIA is a member of the E-ZPass Interagency Group; and

WHEREAS, the E-ZPass Interagency Group members collectively operate the E-ZPass System, which offers interconnected tolling for certain tolling facilities across a number of states; and

WHEREAS, by way of KPTIA's membership in the E-ZPass Interagency Group, the Joint

Board offers E-ZPass tolling to its customers; and

WHEREAS, E-ZPass Interagency Group members need a contractor to furnish and provide the next generation of electronic toll collection technology and associated subsystem components and services for the operation of the E-ZPass System (“Next Generation Technology and Services”); and

WHEREAS, in conformance with KPTIA’s Procurement Policy, KPTIA has determined that it is more beneficial for such technology and services to be contracted for rather than provided and performed by employees of KPTIA; and

WHEREAS, on June 16, 2021, the North Carolina Turnpike Authority, a member of the E-ZPass Interagency Group, issued a joint Request for Proposals (“RFP”) on behalf of the other E-ZPass Interagency Group members, including KPTIA, to acquire Next Generation Technology and Services for the operation of the E-ZPass system, and

WHEREAS, Kapsch TrafficCom USA, Inc., a corporation duly organized and existing under the laws of the State of Delaware, having its principal office at 2855 Premiere Parkway, Suite F, Duluth, GA 30097 (“Vendor”) responded to such RFP by the due date of July 12, 2021; and

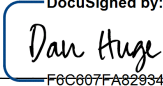
WHEREAS, after engaging in a competitive selection process, KPTIA, upon the recommendation of the E-ZPass Interagency Group, and along with other E-ZPass Interagency Group members, selected Vendor to furnish and provide Next Generation Technology and Services for the operation of the E-ZPass System, and Vendor having represented that it is ready, willing and able to provide such technology and perform such services; and

NOW, THEREFORE, BE IT RESOLVED by this Joint Board that:

This Joint Board hereby authorizes KPTIA, as the Joint Board’s representative on the E-ZPass Interagency Group, to enter into an agreement with Vendor to provide Next Generation Technology and Services for the operation of the E-ZPass System, and to sign any related and necessary documentation including, but not limited to, an End User License Agreement.

Approved this 16th day of February, 2023.

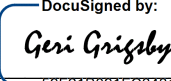
INDIANA FINANCE AUTHORITY

BY:  Dan Huger, Public Finance Director
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INDIANA DEPARTMENT OF TRANSPORTATION

By:  Michael Smith, Commissioner
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KENTUCKY PUBLIC TRANSPORTATION
INFRASTRUCTURE AUTHORITY

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Geri Grigsby, Vice Chair

KENTUCKY TRANSPORTATION CABINET

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Jim Gray, Secretary